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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restate
@ Articles
10.11.05

June 1, 2006

Ms. Irene Albritton
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

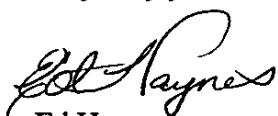
RE: Letter Number 505A00061854

Dear Ms. Albritton:

This letter and the accompanying Restated Articles of Incorporation for the Julia E. Brown Theatrical Association, Inc., are being sent in response to your October 11, 2005 letter (attached). We are respectfully requesting that you waive the 60 day response requirement. As you are aware, South Florida was hit by Hurricanes Katrina, Rita, and Wilma last year. All of our operations ceased for several months due to loss of power, property damage, and coordination with contractors and insurance company representatives.

Please feel free to contact me at (954) 445-3779 if any additional information is required.

Very truly yours,



Ed Haynes
Board Member and Registered Agent



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 11, 2005

THE JULIA E. BROWN THEATRICAL ASSOCIATION, INC.
% ED HAYNES
11020 PEMBROKE ROAD #211
MIRAMAR, FL 33025

SUBJECT: THE JULIA E. BROWN THEATRICAL ASSOCIATION, INC.
Ref. Number: N04000008814

We have received your document for THE JULIA E. BROWN THEATRICAL ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please entitle your document Restated Articles of Incorporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 505A00061854

**Restated Articles for The Julia E. Brown Theatrical Association, Inc.
(A Corporation Not For Profit formed under the laws of The State of Florida)
(In Compliance with Chapter 617, F.S., (Not for Profit))**

ARTICLE I – Name of Corporation

The name of the corporation is The Julia E. Brown Theatrical Association, Inc.

ARTICLE II – Principal Office

The street address of the principal office of the corporation is:
7121 Alhambra Blvd, Pembroke Pines, FL 33023

The mailing address of the corporation is:
11020 Pembroke Road #211, Miramar, FL 33025

ARTICLE III – Purposes

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code (IRC), or corresponding section of any future federal tax code.

The corporation may transact any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida. The specific purpose(s) for which the corporation is organized are education related – educational arts and scholarship programs in school districts, churches, business organizations, civic organizations, government agencies, community organizations and individuals around the country.

ARTICLE IV – Manner of Election

The manner in which the directors are elected or appointed:

The initial members of the Board of Directors are appointed by the incorporator and will serve as Directors for a period of ten years. The number of directors and officers may be either increased or decreased from time to time as provided in the By-laws but shall never be less than three members. Following the appointment of the initial Board of Directors subsequent Directors will be elected by majority vote of the then current Board of Directors.

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ARTICLE V – Directors

The Corporation shall never have less than three (3) Directors. The business affairs of this Corporation shall be managed by a minimum of three officers/directors, each of whom shall be of full age, and all of whom shall be citizens of the United States. The directors shall be replaced or elected for a new term at the annual election of officers of the corporation. The officer/directors shall have full power and authority to make and enforce the By-laws of the Corporation, and to propose, adopt, alter, amend, or rescind same at the regular business meeting or at the annual business meeting. The limitation upon the authority of the directors and officers of this corporation shall be of such that there shall be no change in the By-laws of the corporations, save and except by a majority vote cast at the regular business meeting or at the annual business meeting, for the purpose of amending, changing, adopting, or rescinding the By-laws or Articles of Incorporation. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Ed Haynes – 7121 Alhambra Blvd, Pembroke Pines, FL 33023
President/Chairman

Robert Henry – 2465 SW 103rd Way, Miramar, FL 33317
Secretary

Valerie McKenzie – 7121 Alhambra Blvd., Miramar, FL 33023
Treasurer

Julia E. Brown – 1601 NW 81st Street, Miami, FL 33147
Executive Director

ARTICLE VI – Registered Agent

The name of the registered agent of the corporation is Ed Haynes, whose address is 7121 Alhambra Blvd, Pembroke Pines, FL 33023

ARTICLE VII – Incorporator

The name of the Incorporator of the corporation is Julia Brown, whose address is 1601 81st St. Miami, FL 33147

ARTICLE VIII – No Authority to Issue Capital Stock

The corporation has no authority to issue capital stock.

ARTICLE IX – Net Earnings, and Dissolution of Corporation

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal tax income under section 501 (c) (3) of the Internal Revenue Code (IRC), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (IRC), or corresponding of any federal tax code.

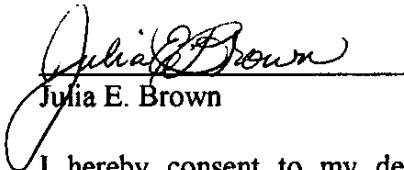
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 c 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the

City or County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

The adoption of these re-stated Articles took place on October 1, 2005 in the presence of the board of directors. No members are entitled to vote on these amendments.

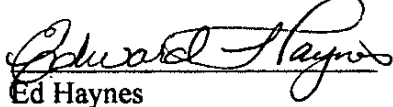
IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.

SIGNATURE OF INCORPORATOR:


Julia E. Brown

I hereby consent to my designation in this document as registered agent for this corporation.

SIGNATURE OF REGISTERED AGENT


Ed Haynes

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF INCORPORATION this 1 day of June 2006


Julia E. Brown
INCORPORATOR-DIRECTOR

